

OUTOTEC OYJ STOCK EXCHANGE RELEASE FEBRUARY 7, 2013 AT 12.00 PM

NOTICE TO THE ANNUAL GENERAL MEETING OF OUTOTEC OYJ

Notice is given to the shareholders of Outotec Oyj to the Annual General Meeting to be held on Tuesday, March 26, 2013 at 11:00 a.m. (Finnish time) at Finlandia Hall, Mannerheimintie 13, 00100 Helsinki, Finland. The reception of persons who have registered for the Annual General Meeting will commence at the venue at 10:00 a.m.

A. MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING

At the Annual General Meeting, the following matters will be considered:

- 1. Opening of the Meeting**
- 2. Calling the Meeting to order**
- 3. Election of persons to scrutinize the minutes and to supervise the counting of votes**
- 4. Recording the legality of the Meeting**
- 5. Recording the attendance at the Meeting and adoption of the list of votes**
- 6. Presentation of the Annual Accounts, the report of the Board of Directors and the Auditor's report for the year 2012**

- Review by the CEO

- 7. Adoption of the Annual Accounts**
- 8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes that the Annual General Meeting resolve to pay 1.20 euros per share as dividend from the distributable assets of the company. The dividend will be paid to the shareholders who are registered as shareholders in the company's register of shareholders as maintained by Euroclear Finland Ltd on the dividend record date, Tuesday, April 2, 2013. The Board of Directors proposes that the dividend be paid on Tuesday, April 16, 2013.

9. Resolution on authorizing the Board of Directors to decide on donations

The Board of Directors proposes that it be authorized to decide on donations of a total of EUR 100,000 to be given to universities, institutions of higher education or to other non-profit purposes. The donations can be made in one or more installments. The Board of Directors shall decide on the donation beneficiaries and the amount of each donation. The authorization shall be valid until December 31, 2013.

- 10. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**

11. Resolution on the remuneration of the members of the Board of Directors

Outotec's Nomination Board proposes to the Annual General Meeting that the members of the Board of Directors be paid the following annual remuneration: EUR 72,000 for the Chairman of the Board of Directors and EUR 36,000 for the other members of the Board of Directors each, as well as an additional EUR 12,000 for both the Vice Chairman of the Board and the Chairman of the Audit Committee; and that the members of the Board each be paid EUR 600 for attendance at each board and committee meeting as well as be reimbursed for direct costs arising from board work.

Of the annual remuneration, 60% would be paid in cash and 40% in the form of Outotec Oyj shares, which would be acquired from the stock exchange within one week from the AGM 2013 date, in amounts corresponding to EUR 28,800 for the Chairman, EUR 19,200 for the Vice Chairman of the Board and Chairman of the Audit Committee each, and EUR 14,400 for each of the other members of the Board of Directors. The part of the annual fee payable in cash corresponds to the approximate sum necessary for the payment of the income taxes on the remunerations and would be paid no later than on 30 April 2013. The annual fees shall encompass the full term of office of the Board of Directors. The attendance fee shall be paid in cash.

12. Resolution on the number of members of the Board of Directors

Outotec's Nomination Board proposes to the Annual General Meeting that the number of the members of the Board of Directors be seven (7).

13. Election of members and Chairman of the Board of Directors

Outotec's Nomination Board proposes to the Annual General Meeting that of the current members of the Board of Directors Eija Ailasmaa, Tapani Järvinen, Hannu Linnoinen, Timo Ritakallio and Chaim (Poju) Zabłudowicz be re-elected as members of the Board for a term ending at the closing of the Annual General Meeting 2014. The current Chairman of the Board of Directors Carl-Gustaf Bergström and Vice Chairman Karri Kaitue have notified that they are no longer available for re-election to the Board of Directors in the Annual General Meeting 2013. Outotec's Nomination Board proposes that the Annual General Meeting resolve to elect Matti Alahuhta and Anja Korhonen as new members of the Board, and that Matti Alahuhta be elected as the Chairman of the Board of Directors, for the term ending at the closing of the Annual General Meeting 2014. All candidates have given their consent to the election. More information on the nominees is available on the company's website.

14. Resolution on the remuneration of the Auditor

On the recommendation of the Audit Committee, the Board of Directors proposes that the Auditor's fees be paid according to the Auditor's reasonable invoice approved by the company.

15. Election of Auditor

On the recommendation of the Audit Committee, the Board of Directors proposes that the Annual General Meeting elect PricewaterhouseCoopers Oy, Authorized Public Accountants as the company's Auditor for the term ending at the closing of the Annual General Meeting 2014.

16. Proposal of the Board of Directors to decide on free share issue (split)

The Board of Directors proposes that the Annual General Meeting resolve to give a free share issue (split) in proportion to the shares held by the shareholders. Three new shares shall be issued

for each existing share. Based on the number of shares on the date of this notice, a total of 137,341,119 new shares will be issued. The free share issue shall be executed in the book-entry system and requires no actions from the shareholders. The new shares shall be registered approximately on Tuesday, April 2, 2013, and shall generate shareholder rights as of the said date. No dividend decided upon by the Annual General Meeting shall be paid to the new shares for the year 2012.

Each shareholder, who is registered on the record date on Tuesday, April 2, 2013 in the shareholders' register of the company, will be entitled to receive shares on the basis of the free share issue.

17. Authorizing the Board of Directors to decide on the repurchase of the company's own shares

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to resolve to repurchase a maximum of 4,578,037 own shares. The proposed amount of shares corresponds to approximately 10 percent of all the shares of the company. Own shares may be repurchased on the basis of this authorization only by using unrestricted equity. Own shares can be repurchased at a price formed in public trading on the date of the repurchase or otherwise at a price formed on the market. The Board of Directors is entitled to decide how shares are repurchased. Own shares may be repurchased otherwise than in proportion to the shares held by the shareholders (directed repurchase). The authorization shall be in force until the next Annual General Meeting.

If the Annual General Meeting decides on the free share issue (split) in agenda item 16 above, the maximum number of own shares which can be repurchased on the basis of this authorization shall be increased and the authorization shall apply to a maximum of 18,312,148 own shares.

18. Authorizing the Board of Directors to decide to issue shares and other special rights entitling to shares

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to resolve to issue shares as follows: The number of shares to be issued on the basis of this authorization shall not exceed 4,578,037 shares, which corresponds to approximately 10 percent of all the shares of the company. The Board of Directors is entitled to decide on the terms of issuance of shares and of special rights entitling to shares and it is entitled to deviate from the shareholders' pre-emptive subscription rights (directed issue). This authorization applies to both issuing new shares and distribution of own shares. The authorization shall be in force until the next Annual General Meeting.

If the Annual General Meeting decides on the free share issue (split) in agenda item 16 above, the maximum number of shares which can be issued shall increase and the authorization shall apply to a maximum of 18,312,148 shares.

19. Proposal of the Board of Directors for the establishment of a permanent Shareholders' Nomination Board

The Board of Directors proposes that the Annual General Meeting resolve to establish a permanent Shareholders' Nomination Board on the following terms:

The Annual General Meeting decides to establish the Shareholders' Nomination Board composed of shareholders or their representatives and of members of the Board of Directors for the purpose of preparing the election of the members of the Board of Directors and proposals for their remuneration to be submitted for the General Meeting.

The tasks of the Nomination Board consist of

- a) Preparation and presentation to the General Meeting of the Shareholders of matters pertaining to the number of the members of the Board of Directors in accordance with the Articles of Association;
- b) Preparation and presentation to the General Meeting of the Shareholders of matters pertaining to the appointment of the members of the Board of Directors and its Chairman;
- c) Preparation and presentation to the General Meeting of Shareholders of matters pertaining to the remuneration of the members of the Board of Directors; and
- d) Successor planning for the members of the Board of Directors.

The Nomination Board shall consist of four (4) members. Three of the members shall represent the three shareholders who on 1 October (the "Value Day") preceding the Annual General Meeting represent the largest number of the votes of all shares in the company. The Chairman of the Board of Directors shall be the fourth member of the Nomination Board.

The largest shareholders are determined on the basis of their shareholdings registered in the company's shareholders' register held by Euroclear Finland Ltd. In the event that a shareholder who according to the Securities Markets Act has an obligation to take such ownership into account when making notifications regarding changes in ownership (shareholder subject to flagging notification), notifies the Chairman of the Board of Directors thereof in writing at the latest on the Value Day, the shareholding of such shareholder divided between two or more funds or group companies shall be counted as one. In the event that a shareholder does not wish to use his/her right to appoint a member to the Shareholders' Nomination Board, the right to appoint shall be transferred to the next largest shareholder in the company's shareholders' register, who would otherwise not have a right to appoint.

The Chairman of the Board of Directors convenes the first meeting of the Nomination Board and the representative of the largest shareholder shall be the Chairman of the Nomination Board unless otherwise decided by the Nomination Board.

The Nomination Board shall submit its proposals to the Board of Directors at the latest on 15 January preceding the Annual General Meeting.

The Board of Directors further proposes for the Annual General Meeting to adopt the Charter of the Shareholders' Nomination Board, which has been available as from February 7, 2013 on the company's website at www.outotec.com/agm.

The Board of Directors is of the opinion that it is in the best interest of the company and of the shareholders that the largest shareholders participate in the appointment of the members of the Board of Directors as well as in the preparation work for their remuneration.

20. Closing of the Meeting

B. DOCUMENTS OF THE GENERAL MEETING

The proposals for the decisions on the agenda of the Annual General Meeting as well as this notice are available on Outotec Oyj's website at www.outotec.com/agm. The Annual Report of Outotec Oyj, the report of the Board of Directors and the Auditor's report are available on the above-mentioned website no later than on Tuesday, February 26, 2013. The proposals for decisions and the other above-mentioned documents are also available at the Annual General Meeting. Copies of these documents and of this notice will be sent to shareholders upon request.

The minutes of the Annual General Meeting will be available on the above-mentioned website at the latest on Tuesday, April 9, 2013.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING

1. Shareholders registered in the shareholders' register

Each shareholder, who is registered on the record date of the meeting, Thursday, March 14, 2013 in the shareholders' register of the company held by Euroclear Finland Ltd, has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her personal book-entry account, is registered in the shareholders' register of the company.

A shareholder, who is registered in the company's shareholders' register and who wants to participate in the Annual General Meeting, shall register for the meeting no later than on Thursday, March 21, 2013 at 10:00 a.m. (Finnish time) by giving a prior notice of participation, which shall be received by the company no later than on the above-mentioned time. Such notice can be given:

- a) through Outotec's website at the address www.outotec.com/agm;
- b) by telephone to +358 20 770 6865 from Monday to Friday between 9:00 a.m. and 4:00 p.m.;
- c) by e-mail to agm@outotec.com;
- d) by regular mail to Outotec Oyj, AGM 2013, P.O. Box 86, 02201 Espoo, Finland; or
- e) by telefax to +358 20 529 2200.

In connection with the registration, a shareholder shall notify his/her name, personal identification number, address, telephone number and the name of a possible assistant. The personal data given to Outotec Oyj is used only in connection with the Annual General Meeting and with the processing of related registrations.

Shareholder, his/her authorized representative or proxy representative shall, where necessary, be able to prove at the Meeting place their identity and/or right to represent.

2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which he/she on the record date of the Annual General Meeting, i.e. on Thursday, March 14, 2013, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the Annual General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd. at the latest on Thursday, March 21, 2013 at 10.00 a.m. (Finnish time). As regards nominee registered shares this constitutes due registration for the Annual General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholder's register of the company, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank. The account management organization of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the Annual General Meeting, into the temporary shareholders' register of the company at the latest by the time stated above.

Further information on these matters can also be found on the company's website at www.outotec.com/agm.

3. Proxy representative and powers of attorney

A shareholder may participate in the Annual General Meeting and exercise his/her rights at the Annual General Meeting by way of proxy representation.

A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Annual General Meeting. When a shareholder participates in the Annual General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Annual General Meeting.

Possible proxy documents should be delivered to the company before the last date for registration.

4. Advance voting

A shareholder, who has a Finnish book-entry account, may vote in advance on certain items of the agenda of the Annual General Meeting through the company's website during the time period February 7, 2013 – March 21, 2013, 10.00 a.m. (Finnish time). Unless a shareholder voting in advance will be present in the Annual General Meeting in person or by way of proxy representation, he/she may not be able to use his/her right according to the Companies Act to request information or a vote and if decision proposals have changed after the beginning of the advance voting period, his/her possibility to vote on such item may be restricted.

The conditions and instructions relating to the electronic advance voting can be found on the company's website www.outotec.com/agm. The Finnish book-entry account number of the shareholder is needed for voting in advance.

5. Other instructions and information

Pursuant to Chapter 5, Section 25 of the Companies Act, a shareholder who is present at the Annual General Meeting has the right to request information with respect to the matters to be considered at the Annual General Meeting.

On the date of this notice to the Annual General Meeting, the total number of shares in Outotec Oyj and the total number of votes represented by such shares is 45,780,373.

Espoo, February 6, 2013

OUTOTEC OYJ

BOARD OF DIRECTORS

For more information:

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